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11 Attorneys for Debtors and Debtors-in-Possession

12
UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

13 In re:
 14 USA COMMERCIAL MORTGAGE COMPANY,
 15 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

16 In re:
 17 USA CAPITAL REALTY ADVISORS, LLC,
 18 Debtor.

Chapter 11

19 In re:
 20 USA CAPITAL DIVERSIFIED TRUST DEED FUND,
 21 LLC,
 22 Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

23 In re:
 24 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 25 Debtor.

26 In re:
 27 USA SECURITIES, LLC,
 28 Debtor.

Affects:
 All Debtors
 USA Commercial Mortgage Company
 USA Securities, LLC
 USA Capital Realty Advisors, LLC
 USA Capital Diversified Trust Deed Fund, LLC
 USA Capital First Trust Deed Fund, LLC

**NOTICE OF FILING OF ASSET
PURCHASE AGREEMENT
(AFFECTS ALL DEBTORS)**

1 As set forth in the Motion for Order Scheduling an Auction for the Sale of Certain Assets,
2 Appointing SPCP, LLC as Lead Bidder, and Approving Bid Procedures and Protections (the
3 "Motion"), the Declaration of Thomas J. Allison and the reply memorandum in support of the
4 Motion, Debtors hereby file a copy of a copy of the Asset Purchase Agreement between Debtors
5 and SPCP Group, LLC, a copy of which is attached hereto as **Exhibit A**.

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8 Respectfully submitted this 19th day of October, 2006.
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11 /s/ Lenard E. Schwartzer, Esq.
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19 and
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EXHIBIT A
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10 **ASSET PURCHASE AGREEMENT**
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